

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

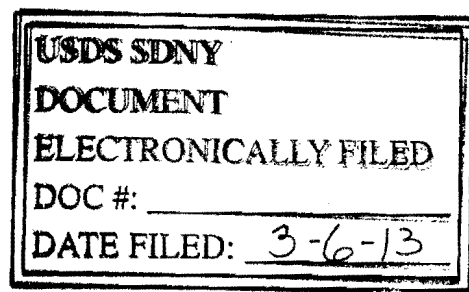
----- X
SECURITIES AND EXCHANGE COMMISSION,

Plaintiff,

- against-

ADELPHIA COMMUNICATIONS CORP, et al.,

Defendants.
----- X



02 Civ. 5776 (PKC)

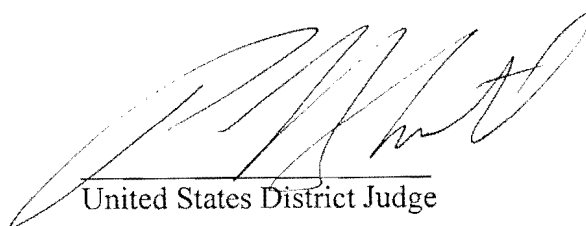
**ORDER DIRECTING DISBURSEMENT OF FUNDS
TO PAY CLAIMS AGENT'S FEES AND EXPENSES**

The Court, having considered the declarations of Morgan F. Kelly, managing director and general counsel of Richard C. Breeden & Co., LLC., the Claims Agent appointed in this case, dated April 19, 2012, July 30, 2012, October 23, 2012, and February 6, 2013; and for good cause shown,

IT IS HEREBY ORDERED, that Richard C. Breeden & Co., LLC's fees and expenses in the amount of \$58,795.64 incurred in its capacity as Claims Agent in this case are hereby approved; and

IT IS FURTHER ORDERED, that Richard C. Breeden & Co., LLC. is hereby authorized to pay itself \$58,795.64 from the Settlement Fund held at Huntington National Bank.

Dated: New York, New York
3-6, 2013


United States District Judge